

CONSTITUTION

of the

FEDERATION OF NAMIBIAN TOURISM ASSOCIATIONS

'FENATA

As Amended at the Annual General Meeting – 17 August 2023

INDEX OF CONTENTS

<u>Article</u>	<u>Item</u>	<u>Page</u>
1 & 2	Interpretation and Definitions.....	1
3	Name and Abbreviation.....	2
4	Objectives.....	2
5	Head Office.....	2
6	Organization.....	2
7	Membership.....	2 - 3
8	Admission/ Reinstatements.....	3 - 4
9	Cancellation of Membership.....	4
10	Representation.....	4 – 5
11	Subscriptions/ Levies.....	5
12	Annual General Meeting.....	5
13	Functions and Powers of Annual General Meeting.....	5 - 6
14	Meetings of the Annual General Meeting.....	6
15	Executive Committee.....	6 - 7
16	Functions and Powers of the Executive Committee...	7
17	Meetings of the Executive Committee.....	8
18	The Board	8
19	Functions and Power of the Board	9
20	Meetings of the Board	9
21	Sub-Committees.....	9 - 10
22	Office-Bearers.....	10 - 12
23	Voting.....	12 - 13
24	Notices.....	13
25	Rules.....	13
26	Financial Year.....	13
27	Accounts.....	13
28	Dissolution	13
29	Alterations and Amendments to the Constitution	14

CONSTITUTION OF THE FEDERATION OF NAMIBIAN TOURISM ASSOCIATIONS

1. INTERPRETATION

1.1 The headings of the articles of this Constitution are for the purposes of convenience and reference only.

1.2 In the articles of this Constitution, unless a contrary intention is clearly apparent, any word importing

1.2.1 any one gender includes the other two genders;

1.2.2 the singular includes the plural and vice versa; and

1.2.3 a natural person includes created entities (corporate and unincorporated) and vice versa.

1.3 In the case of doubt or if any question should arise as to the meaning or the proper interpretation of any article or provisions of this Constitution, or of any of the rules and/or by-laws made in terms thereof, the matter shall be referred to the Board of the Association for a ruling, which shall be binding in so far as it is not inconsistent to this Constitution, or the provisions of any other law.

2. DEFINITIONS

For the purpose of this Constitution the following terms shall have the meanings assigned to them hereunder and cognate expressions shall have corresponding meanings, namely

2.1 “the Constitution” means the constitution of FENATA;

2.2 “the Federation” means FENATA;

2.3 “the Associations” means the different tourism related trade associations;

2.4 “the Industry” means the tourism industry in Namibia;

2.5 “the Chairperson” means the chairperson for the time being, elected in terms of Article 22.1;

2.6 “Ministry” means the Ministry of Environment, Forestry and Tourism;

2.7 “the Rules” means the rules which have been made in terms of Article 23 and which are in force from time to time;

2.8 “the Executive Committee” means the Executive Committee of FENATA;

2.9 “the Annual General Meeting” means the annual general meeting of FENATA;

2.10 “a Member” of FENATA is an Association, Trade Organisation, State or parastatal Organisation active in the Tourism Industry of Namibia which has been accepted for membership by the Executive Committee of FENATA;

2.11 “a Membership Fee” is an amount decided by the Board of FENATA that shall be payable each year by each member Association on behalf of the subsidiary members of that Association which are deemed by the Board to be commercially “active” in tourism. The amount to be paid will be decided on an annual basis and ratified by the Board at the Annual General Meeting.

2.12 “Executive Officer” means a person for the time being, appointed in terms of Article 22.6;

2.13 ‘Voting Members’ means those representatives nominated by each member Association to vote on issues requiring a vote at either the Annual General meeting or at any other Board Meeting.

3. NAME AND ABBREVIATION

3.1 The name of the organisation shall be **The Federation of Namibian Tourism Associations.**

3.2 The abbreviation of the Federation's name shall be **Fenata.**

4. OBJECTIVES

4.1 To serve as the national umbrella organisation of all tourism related institutions and to act as the voice of tourism in Namibia in respect of common matters and issues in order to promote and foster the sound development of sustainable tourism in the country.

4.2 To lobby the Government of Namibia on tourism related issues, especially the relevant Ministries, Institutions and other bodies involved in tourism within the country.

4.3 To work closely with the Namibian Tourism Board to the common interest and mutual benefit of all those involved in the tourism industry in Namibia.

4.4 To provide a platform for member Associations to use when dealing with cross-hatching issues that are relevant to more than one Association so that the Private Sector of the Industry is seen to 'speak with one voice' as requested by stakeholders.

4.5 To advise on generic advertising of Namibia as a quality tourism destination to help promote the interests of both the members and of the country.

4.6 To promote and support National efforts and strategies to combat crime, especially where this affects tourists, and to help create a secure environment to the benefit of all.

4.7 To liaise and co-operate with members of similar Associations and organisations across the world on issues of common interest as decided by the Board or the Executive Committee.

4.8 To disseminate and distribute information to its members in order to keep them aware of existing and new legislation as well as environmental issues and other matters of common interest

5. HEAD OFFICE

5.1 The head office of the Association shall be at the address of the published office of the Association as determined by the Board.

5.2 When deemed necessary, and feasible, by decision of the Board, the Association shall lease or purchase suitable premises for a head office of its own.

6. ORGANISATION

6.1 The Association is organised as a Voluntary Association for Namibian Tourism Associations and is compiled of all the different autonomous associations, organisations, non-profit making organisations and Government institutions, directly or indirectly involved in the Tourism Industry as a whole, each one by application, affiliated to the Association and each one will be represented by a certain number of representatives set by the Association or agreed upon.

6.2 Each autonomous organisation involved with this Association, will have the right to its own rules which should not contradict the rules of this and other organisations.

7. MEMBERSHIP

7.1 Membership shall be of a voluntary nature and shall be open to all associations, private sector organisations, as well as state and parastatal organisations active in the tourism industry of Namibia, subject to approval by the Board.

7.2 Three categories of membership shall apply in the said Association. The three categories are:

7.2.1 Full Membership, which shall comprise all associations, federations and other such bodies directly involved in tourism who have been accepted for membership and who pay the applicable fees as determined by the Board.

7.2.2 Associate membership which shall comprised of state, parastatal organisations and other such bodies as well as groups of individuals not being full members who have been invited to become involved in FENATA Tourism.

7.2.3 Honorary Membership, individually or group-based will be considered and exempt from fees at the Boards discretion.

7.3 All Full and Associate members shall have the right to vote at any meeting of the Association in accordance with Article 23.2.

7.4 Honorary members shall have no vote at any meetings of the Association.

7.5 The Board shall be entitled to appoint staff members to conduct routine business and to ensure the smooth running of the Association, provided that sufficient funds can be generated to cover the associated costs.

7.6 In addition, the Board shall be entitled to admit to honorary membership of the Association from time to time such persons as it may deem fit and may appoint any of these honorary members to such honorary offices in the Association as it may consider advisable. Such honorary members shall have no vote, nor shall they be taken into consideration for the determination of representatives of the Association. The Associations records shall indicate clearly whether persons are full, associate or honorary members.

7.7 The Board shall also be entitled to co-opt certain individual persons from time to time to serve on the Board or Sub-Committee for specific purposes and for a specific term as it may consider advisable. Such co-opted individuals shall only have the right to vote if this is specifically in their terms of reference when co-opted.

8. ADMISSION/ REINSTATEMENTS

8.1 Application for membership of the Association shall be made in writing in such form as may be prescribed by the Board from time to time.

8.2 The application form shall contain an undertaking by the applicant that upon admission to membership such applicant will be bound by the provisions of the Constitution and the Rules that may be enforced from time to time.

8.3 Each application for membership shall be submitted to the Executive Committee, where after such election to membership shall be decided on a majority of the votes of the members of the Executive Committee present. The Executive Committee shall either admit the applicant to the appropriate class of membership or reject such application. Where membership has been refused by the Executive Committee, the applicant shall have the right to appeal to a full Board meeting of the Association.

8.4 Any member who changes his address shall immediately advise the Association thereof in writing.

8.5 Any former member who wishes to be reinstated, as a member shall submit a completed membership application form to the Executive Committee. Any amount owed to the Association by such former member, must accompany the application form.

8.6 A member may resign by giving the secretary a month's notice in writing of his intention to do so, but he shall nevertheless be liable for any subscriptions which may have become due and

payable.

9. CANCELLATION OF MEMBERSHIP

9.1 A member and/or his representative may be suspended, fined or expelled from membership who:

9.1.1 shall have acted in contravention of any of the terms of this Constitution or the Rules and/or By-laws of the Association;

9.1.2 by his conduct has rendered himself in the opinion of the Board unfit to remain a member of this Association;

9.1.3 has failed to comply with all contracts or agreements approved of and ratified by the Association and applicable to such member;

9.1.4 within one month after receiving written registered demand fails to make payment of a subscription which is owing to the Association and which is more than three months in arrears;

9.1.5 he or his representative has become insolvent or if the Association, company or partnership has gone into liquidation;

9.1.6 he or his representative has ceased to hold the qualifications, which make him eligible for membership;

9.1.7 he or his representative is found lunatic or becomes of unsound mind;

9.1.8 he or his representative is found guilty of a criminal offence and convicted without the option of a fine;

provided, however, that he shall have a right of appeal to the Board against suspension, the imposition of a fine or expulsion to the first ensuing general meeting.

9.2 Notice of any such appeal shall be given to the secretary in writing within thirty days of the date on which the decision of the Board was communicated to the person concerned.

9.3 The decision of such meeting shall be final and binding and on being expelled, such member shall cease to be entitled to any of the benefits of the membership and shall not be entitled to a refund of any subscription paid or due or any portion thereof. Further, the expelled member agrees to cease and desist with immediate effect to display and/or utilise any paraphernalia or related intellectual property of the Association

10. REPRESENTATION

10.1 Every full and associate member may be represented at the Annual General Meeting and all Board Meetings by up to six representatives, of whom two may be nominated as Voting Members. Every full member may nominate two representatives for consideration to be voted onto the Executive Committee at the Annual General Meeting.

10.2 On admission to membership an association, organisation, body, department and other, shall nominate two persons to present it at all board meetings and in connection with all matters of the Association and shall notify the Secretary of the Association in writing, of the names of the representatives.

10.3 Any member may change its representatives on the board at any time, but shall immediately advise the secretary of the Association thereof in writing.

10.4 The two representatives of each organisation, association, body, department and other should be board or committee members of such an organisation.

10.5 Each organisation should submit the names of its various representatives in writing each year at the Annual General Meeting of the Association.

11. MEMBERSHIP FEES

11.1 For the purpose of covering the annual operating expenditure of the Association, each full or associate member shall, unless exempted, be required to pay appropriate annual membership fees to the Association.

11.2 This membership fee will be set annually by the Executive Committee and circulated for commentary and consideration at least 60 days prior to the AGM. Written feedback from members is required within 30 days of the scheduled Annual General Meeting date. Annual membership fee structures will be finally approved at the AGM.

11.3 All annual membership fees shall become due and payable on such dates and in such amounts as the Executive Committee may determine from time to time. Any member failing to pay the relevant subscription within 45 days after the due date, shall be deemed to be in arrears. Should such member fail to pay such arrear subscription within one month after written demand, the Executive Committee may cancel the membership of such member. Nevertheless, such member or former member shall remain indebted to the Association until all outstanding membership fees have been paid.

11.4 No representatives of any member shall be eligible for nomination to the Executive Committee or be permitted to remain thereon whilst such member is in arrears in respect of any subscription.

11.5 With the view of securing funds for any particular purpose and/or project, the Executive Committee may solicit additional contributions from each member of the Association.

11.6 All amounts due to the Association shall be paid to bank account of the Association and receipts will be issued accordingly.

12. ANNUAL GENERAL MEETING

12.1 The plenary body of the Association shall be the Annual General Meeting which shall be the supreme policy-making organ of the Association.

12.2 Each member (full or associate) of the Association may be represented at the Annual General Meeting by such members' designated representatives.

13. FUNCTIONS AND POWERS OF ANNUAL GENERAL MEETING

The Annual General Meeting is vested with the functions and powers assigned to it by this Constitution and shall include the following:

13.1 To consider and determine the overall objectives as well as specific policy directions and priorities for the Association;

13.2 To authorise the amendment of the Constitution upon the recommendation of the Board;

13.3 To make new rules or to amend or rescind existing ones upon the recommendation of the Board;

13.4 To receive, discuss and approve the report to members on the activities of the Association over the past year;

13.5 To receive, discuss and approve the audited financial statements for the past year and budget for the ensuing financial year;

13.6 To elect or re-elect the Executive Committee and Chairperson of the Association for the ensuing year;

13.7 To appoint Auditors for the ensuing financial year;

13.8 To deal with all matters submitted to it by the Board or by any general meeting of the Association.

14. MEETINGS OF THE ANNUAL GENERAL MEETING

14.1 The Annual General Meeting shall be held within three months after financial year end at such a time and at such a place as the Executive Committee may determine, provided that a minimum of two months notice is given thereof.

14.2 Subject to the provisions of the Constitution, the convening and conduct of the Annual General Meeting shall be in accordance with the Rules.

14.3 The quorum for the Annual General Meeting shall be one half of the total possible numbers of members' voting representatives who could theoretically be present. This should normally include at least one voting representative from each Member. If the Annual General Meeting is not quorate within half an hour, then the Annual General Meeting will be adjourned and immediately reconvened, and the Annual General Meeting will then be deemed quorate.

14.4 The Chairperson or in his absence the vice-chairperson for the time being of the Association, shall preside at the Annual General Meeting; if neither is able to be present any other member of the Executive Committee as designated by the members present, shall preside.

14.5 Each full and each associate member will be entitled to vote as determined by article 23.

15. EXECUTIVE COMMITTEE

15.1 The management and control of the business of the Federation shall be conducted by an Executive Committee whose members are to be nominated and elected at the Annual General Meeting for a two year term. Where possible, the Chairman and vice-Chairman should be elected on alternate years to ensure continuity between these positions.

15.1.1 the Chairperson;

15.1.2 the Vice-Chairperson;

15.1.3 Treasurer;

15.1.4 Secretary;

15.1.5 Three additional Members

15.1.6 the immediate Past Chairman (one year term) without voting rights, will form part of the Executive Committee

15.2 Members of the Executive Committee shall be elected as representatives of the Private Sector of the Tourism Industry, irrespective of the Association they represent.

15.3 The Executive Committee may exercise all the powers and functions as set out in article 16 hereof.

15.4 A member of the Executive Committee may be re-elected as long as he remains the representative of a Full Member and is actively engaged in the tourism industry in Namibia.

15.5 A member of the Executive Committee shall cease to hold office as such in any one of the following circumstances:

15.5.1 If the member of the Association that he represents ceases to be a member or is

suspended from membership;

15.5.2 If he absents himself from three consecutive meetings of the Executive Committee without previous permission from the Committee or Board;

15.5.3 If he resigns from office by notice in writing to the secretary;

15.5.4 If he ceases to hold the qualifications required for membership;

15.5.5 If he becomes insolvent or lunatic or of unsound mind; and

15.5.6 If two-thirds of the members present at any Board meeting vote for a resolution requesting him to vacate his office.

15.6 Should a vacancy occur on the Executive Committee for whatever reason, the Executive Committee may co-opt a replacement from among Board members to serve on the Committee for the remainder of the year.

16. **FUNCTIONS AND POWERS OF THE EXECUTIVE COMMITTEE**

16.1 Grant or refuse applications for membership;

16.2 Discipline members as set out in section 9 hereof;

16.3 Appoint and remove personnel;

16.4 Determine the power, duties and remuneration of personnel;

16.5 Engage professional and any other outside assistance and pay for services produced in this regard;

16.6 Represent the Association in its dealings with the authorities;

16.7 Liaise with the general public, media and/or Government on behalf of the Association;

16.8 Appoint such sub-committees as specified in section 7, enter into agreements and arrangements for the benefit of the Association as mandated by the Board;

16.9 Operate such banking accounts as it may deem fit;

16.10 Defend legal proceedings brought against the Association;

16.11 Settle disputes in which the Association may become involved;

16.12 Arbitrate on and settle disputes between members;

16.13 Promulgate such rules (not inconsistent herewith) as may be necessary for the proper conduct of the business activities of the Association;

16.14 Do all such things generally as may be necessary or desirable to achieve the objectives of the Association, as may be in the interest of the Association or as may become conducive to the good management of the Association

16.15 Distribute audited Annual Financial Statements and Auditors report 14 days prior to the Annual General Meeting and a Treasurer's report together with a budget for approval at the Annual General Meeting and

16.16 Submit a report on the activities of the Association for the past year to the Annual General Meeting for approval.

17. MEETINGS OF THE EXECUTIVE COMMITTEE

17.1. Meetings of the Executive Committee shall be held as agreed at previous meetings or whenever requested in writing by at least one-third of the members of the Board or by the chairperson of the Association. Such meetings must be convened at least bi-monthly.

17.2 The convening and conduct of meetings of the Executive Committee shall be in accordance with the Rules.

17.3 The quorum in respect of meetings of the Executive Committee shall be two thirds of the designated members of the Committee.

17.4 The chairperson or, in his absence, the vice-chair, for the time being of the Association shall preside at meetings of the Committee; if neither is able to be present then those members of the Committee who are present shall elect one of their number to act as chairperson.

17.5 Each member of the Executive Committee shall have one vote at meetings of the Committee.

18. THE BOARD

18.1 The Board will consist of up to six representatives from each Association of which at least two will be required to attend each Board Meeting whenever possible. Two representatives from each Association will be nominated as Voting Members, and four more will be nominated as Alternative Voting Members in case the nominated Voting Members are unable to attend. The Board will be responsible for ratification and mandates of the Executive Committee.

18.2 A person may be a nominated Board member for as long as he remains the representative of a member in good standing.

18.3 A member of the Board shall cease to hold office as such in any one of the following circumstances:

18.3.1 If the member of the Association that he represents ceases to be a member or is suspended from membership;

18.3.2 If he absents himself from three consecutive meetings of the Board without a valid reason or an apology;

18.3.3 If he resigns from the Board by notice in writing to the secretary;

18.3.4 If he ceases to hold the qualifications required for membership;

18.3.5 If he becomes insolvent or lunatic or of unsound mind; and

18.3.6 If two-thirds of the members present at any Board meeting vote for a resolution requesting him to vacate his seat.

18.4 Should any nominated Board member be unable to further serve his term an alternate may be nominated by the affiliated body.

19. FUNCTIONS AND POWERS OF THE BOARD

The Board is vested with the functions and powers assigned to it by this Constitution and shall include the following:

19.1 To make recommendations on the overall objectives as well as specific policy directives and priorities for the Association's Annual General Meeting

19.2 To recommend amendments of the

Constitution for later ratification by the Annual General Meeting;

19.2 To recommend the making of new Rules, or the amendment or rescindment of existing ones, to the Annual General Meeting;

19.3 To take such action as is deemed necessary to protect the interests and promote the objectives of the Association.

20. MEETINGS OF THE BOARD

20.1. Meetings of the Board shall be conducted at least twice a year, one of which meetings may be the Annual General Meeting. Special Board Meetings may be called by the Executive Committee or motioned by any member Association supported by at least one third of the Voting Members on the Board. Meetings of the Executive Committee will be conducted at least four times a year, including meetings of the full Board.

20.2 The convening and conduct of meetings of the Board shall be in accordance with the Rules.

20.3 The quorum in respect of meetings of the Board shall be "50% plus one" of the designated Voting Members of the Board.

20.4 Board meetings shall be chaired by the Chairperson of the Executive Committee or, in his absence, the vice-chairperson, if neither is able to be present then those members of the Board who are present shall elect one of their number to act as chairperson.

20.5 Each Voting Member of the Board shall have one vote at Board meetings and can carry a maximum of one proxy on behalf of his own association if the other Voting Member and their alternative Voting Members are unable to attend.

21. SUB-COMMITTEES

21.1 The Board or Executive Committee may establish standing and ad hoc sub-committees to deal with certain important matters affecting tourism or with specific projects respectively. The Executive Officer, if appointed, should normally serve as a member of each sub-committee.

21.2 Each sub-committee shall elect a chairperson and may elect a deputy chairperson from amongst its members.

21.3 Each sub-committee shall consist of such persons as the Board or Executive Committee and the chairperson of each such sub-committee may decide.

21.4 The convening and conduct of the meetings of each sub-committee shall be in accordance with the Rules.

21.5 Should the chairperson and the deputy chairperson, if elected, of a sub-committee not be able to be present at a meeting of such sub-committee, then the members who are present shall elect one of their number to act as chairperson.

21.6 At any sub-committee meeting each member shall have one vote, and

21.7 Each sub-committee shall report to the Executive Committee in such manner and at such times as required by the Executive Committee.

22. OFFICE-BEARERS

The office-bearers of the Association shall be the chairperson, the vice-chairperson, the secretary, the treasurer, two additional members and an Executive Officer (if one is appointed). These office bearers shall have the functions and duties as set out hereunder:

22.1 The Chairperson

22.1.1 The chair shall be elected biennially by the Annual General Meeting; such election shall be conducted in accordance with the Rules.

22.1.2 The chair's term of office shall be two years and shall commence from the conclusion of the Annual General Meeting.

22.1.3 The chair may be re-elected for one further term of office, after which he must stand down for at least two years.

22.1.4 The functions and duties of the chairperson shall include:

22.1.4.1 Acting as the official representative of the Federation and as its official spokesman in accordance with guidelines determined by the Annual General Meeting. All official speeches or press releases must be sanctioned in advance by at least two other members of the Executive Committee ;

22.1.4.2 Acting as chairperson of the Annual General Meeting and of general meetings of the Federation;

22.1.4.3 Acting as chairperson of the Executive Committee;

22.1.4.4 Preparing an annual Chairperson's Report" for the Annual General Meeting.

22.2 The Vice-Chairperson

22.2.1 The Vice-Chairperson shall be appointed biennially by the Annual General Meeting.

22.2.2 The Vice-Chairperson's term of office shall be two years and shall commence from the conclusion of the Annual General Meeting.

22.2.3 The Vice-Chairperson may be re-elected for further terms of office.

22.2.4 The functions and duties of the Vice-Chairperson shall be to deputise for the Chairperson as required.

22.3 The Secretary

22.3.1 The secretary shall be appointed biennially by the Annual General Meeting to oversee the proper management of the affairs of the Federation in consultation with the Executive Committee and within the framework of the policy and objectives as determined by the Annual General Meeting and the Board.

Many of these duties can be delegated to the Executive Officer, (if one is appointed)

22.3.2 The secretary's term of office shall be two years and shall commence from the conclusion of the Annual General Meeting.

22.3.3 The secretary may be re-appointed for further terms of office.

22.3.4 The functions and duties of the secretary shall include:

22.3.4.1 To receive requests for meetings, issue notices of meetings, and oversee the conduct of all correspondence of The Federation;

22.3.4.2 generally to perform such duties as the Annual General Meeting and the Executive Committee may determine for the attainment of the objectives of The Federation;

22.3.4.3 to perform any other duties as prescribed in the Rules of the Federation; and

22.3.4.4 to act as the official media spokesman of the Federation, when so directed by the Chairperson and the Executive Committee.

22.3.5 Prepare agendas for Executive Committee Meetings and the Annual General Meeting, and distribute accurate minutes from such meetings promptly

22.3.6. Prepare amendments and updates of the FENATA Constitution for approval by the Annual General Meeting as necessary

22.3.7 Keep accurate files and records of all Fenata business, unless an Executive Officer has been appointed.

22.4 Treasurer

22.4.1 The treasurer shall be appointed biannually by the Annual General Meeting to properly manage the finances of the Federation in consultation with the Executive Committee and within the framework of the policy and objectives as determined by the Annual General Meeting.

22.4.2 The treasurer's term of office shall be two years and shall commence from the conclusion of the Annual General Meeting.

22.4.3 The treasurer may be re-appointed for further terms of office.

22.4.4 The functions and duties of the treasurer shall include:

22.4.4.1 to advise the Federation's Executive Committee on the proper management of Association finances;

22.4.4.2 to advise the Executive Committee on the preparation of the Federation's annual financial statements;

22.4.4.3 to prepare an annual budget for the Federation;

22.4.4.4 to keep proper books of account in such forms as may be prescribed by the Executive Committee

22.4.4.5 to deal with all finances of the Federation and

22.4.4.6 to ensure that the Federation complies with all relevant legal requirements with respect to employment, management of its financial affairs, etc.

22.5 Additional Members

22.5.1 Additional members shall comprise of those that have been elected to serve on the executive committee by the Annual General Meeting or co-opted under the rules of this Constitution.

22.5.2 The additional member's term of office shall be two years and shall commence from the conclusion of the Annual General Meeting at which he /she is elected.

22.5.3 The additional members may be re-appointed for further terms of office.

22.5.4 The functions and duties of the additional members shall be to assist the Executive Committee in their duties and tasks as may be required from time to time.

22.6 Executive Officer (if one is appointed)

22.6.1 The Executive Officer shall be appointed, or confirmed in his appointment, by the Board on an annual basis (normally at the Annual General Meeting).

22.6.2 The functions of the Executive Officer are to ensure the smooth running of the business of the Association. This will be at the direction of the Chairperson and the Executive Committee, and may include all or any of the following:

22.6.2.1 Assist the Chairperson in the execution of his duties as directed

22.6.2.2 Assist the Secretary in the execution of his duties as directed

22.6.2.3 Prepare agendas for Executive Committee Meetings and the Annual General Meeting, and distribute accurate minutes from such meetings promptly

22.6.2.4 Prepare amendments and updates of the FENATA Constitution for approval by the Annual General Meeting as necessary

22.6.2.5 Handle the Association's correspondence swiftly and efficiently

22.6.2.6 Keep accurate files and records of all FENATA business

22.6.2.7 Liaise with the media as directed by the Chairperson and/or Executive Committee

22.6.2.8 Represent the interests of FENATA at various tourism related steering committees and workshops as directed

22.6.2.9 Attend relevant National, Regional and Global Tourism Organisation Meetings as instructed by the Board or Executive Committee.

23. VOTING

23.1 At the Annual General Meeting and at all Executive Committee meetings, the relevant chairperson shall endeavour to reach decisions and determinations on the basis of open discussion and consultation leading to consensus and to resort to voting only when it becomes absolutely necessary.

23.2 Only full and associate members of the Federation shall have the right to vote at the Annual General Meeting and Board Meetings; however, co-opted individual and honorary members shall be entitled to take part in the discussions at such meetings.

23.3 At the Annual General Meeting only members designated voting representatives and members designated voting alternates shall be entitled to vote, provided that an alternate shall only be permitted to vote in the absence of the representative.

23.4 Any designated voting representative, or his designated voting alternative, may give written authority for his vote to be cast by proxy with a maximum of one proxy per member.

23.5 At Executive Committee meetings all members, excluding past chairperson, of the Committee shall have the right to vote.

23.6 At Sub-Committee meetings the chairperson, the deputy chairperson, if appointed, and all members shall be entitled to vote.

23.7 At the meetings mentioned in sub-article 20.1, vote shall normally be taken by means of a show of hands, the result being determined by a simple majority. However, should at least three members' voting representatives, or their voting alternates, request that a vote be taken by secret ballot and/or by two-thirds majority on any matter they consider very important or controversial, then the chairman shall arrange for the vote to be taken in this manner.

23.8 Every member Association in good standing shall be entitled to vote at all Board Meetings. Every such Association shall be entitled to appoint two Voting Members as well as four alternative Voting Members, one of whom shall be entitled to vote in the place of each nominated Voting Member who is unable to attend. If all Voting Members and Alternative Voting Members of any

Association are unable to attend, proxies may be used by other members of that Association who are able to attend.

23.9 In the event of an equality of votes, the chairman shall have a casting vote.

24. NOTICES

Any notice or document may be served by the Association on any member in writing addressed to such member.

25. RULES

25.1 The Annual General Meeting and any Executive Committee meeting shall be entitled to make Rules, not inconsistent with the provisions of this Constitution and to amend or rescind any such Rules in the interests, and for the good management, of the Association.

25.2 Any such Rules shall remain in force unless and until amended or rescinded by the Annual General Meeting.

25.3. All Rules in force from time to time shall be binding on the Association and its members.

26. FINANCIAL YEAR

The financial year of the Association shall be such as the Annual General Meeting may from time to time determine.

27. ACCOUNTS

27.1 The Executive Committee shall have appropriate accounts kept of the moneys received and expended by the Association, and of the matters in respect of which such receipts and expenditures have taken place. They shall also keep a record of the assets, liabilities and balances of the Association.

27.2 The financial accounts and books of the Association shall be kept at the offices of the Association and shall be open to inspection by any full member of the Association.

27.3 The Executive Committee shall have the annual Treasurer's Reports drawn up timeously and shall submit them for formal approval at the next Annual General Meeting; copies thereof shall be despatched to all members of the Association at least fourteen days before the relevant Annual General Meeting.

28. DISSOLUTION

28.1 The Association may be wound up if so decided upon, at a general meeting of the members called for that purpose, provided that no fewer than two-thirds of members eligible of voting, votes in favour thereof.

28.2 If a Resolution for the dissolution of the Association has been passed the following provisions shall apply:

28.2.1 At this special meeting the Board will outline to the Executive Committee the winding up procedure and mandate which shall inter alia include distribution of excess funds to members in good standing after all operational expenses and dues have been collected and covered.

28.2.2 Once the Executive Committee has successfully discharged their mandate, a final winding up board meeting will be called for final report back including audited financial statements and

a chairperson's report. After acceptance of such by the board the Executive Committee will be discharged of their responsibilities and the board will be dissolved.

29. ALTERATIONS AND AMENDMENTS TO THE CONSTITUTION

29.1 Amendments to the Constitution may be proposed by the Executive Committee and taken forward by them for ratification by the Board. Only the Annual General Meeting has the authority to approve amendments or additions to the Constitution, and any amendments that have not been ratified by the Annual General meeting are not considered to be confirmed or Constitutional. Proposed amendments to the Constitution must be made in writing to the Board at least 30 days prior to the Annual General Meeting.

29.2 Written Notice of Motion from any individual member, signed by the proposer and seconder specifying in detail any such proposed alterations, additions or amendments, shall be lodged with the secretary at least seven (7) days prior to the date of the Annual General Meeting at which the same is to be considered.

29.3 No such alteration, addition or amendment shall be adopted unless no less than '50 % plus one" of the votes of those present vote in favour thereof.

CURRENT FENATA MEMBER ASSOCIATIONS :

The Association of Namibian Travel Agents (ANTA)
The Car Hire Association of Namibia (CARAN)
The Emerging Tourism Enterprises Association (ETEA)
The Hospitality Association of Namibia (HAN)
The Namibian Association of CBNRM Support Organisations (NACSO)
The Namibian Professional Hunters Association (NAPHA)
The Namibian Academy of Hospitality and Tourism (NATH)
The Tour Guides Association of Namibia (TAN)
The Tour and Safari Association (TASA)

END OF DOCUMENT

17 August 2023